

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER GRANTING APPLICATION BY AP SERVICES, LLC AS CRISIS MANAGERS
TO THE DEBTORS FOR APPROVAL OF DISCRETIONARY FEES**

Upon consideration of the Application of AP Services, LLC as Crisis Managers to the Debtors for Approval of Discretionary Fees (the “Application”),¹ dated April 29, 2011, for entry of an order allowing and authorizing payment of the Discretionary Fees as provided in the Engagement Letter, as modified by the Third Amendment, approved by this Court on September 17, 2010, all as more fully described in the Application; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application and having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors and all parties in interest and that the factual and legal bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is:

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

ORDERED, that the Application is granted as provided herein;

ORDERED, that the Discretionary Fees are approved on a final basis; and it is further

ORDERED, that the above-captioned debtors are authorized and directed to make payment to APS of the Discretionary Fees (including Discretionary Fees tied to the total unsecured claims pool as such pool is reduced from time to time) promptly upon entry of this Order or as each such Discretionary Fee is earned by APS; and it is further

ORDERED, that this Court retains jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: **July 5, 2011**
New York, New York

s/ Robert E. Gerber
United States Bankruptcy Judge